

RESOLUTION OF ULTIMATE JETCHARTERS LLC

The undersigned, being all of the Members of Ultimate Jetcharters, LLC, an Ohio limited liability company (the "Company"), do hereby take and adopt the following actions by written consent, without a meeting, effective October 10, 2023:

RESOLVED, that the in the judgment of the Members, it is in the best interest of the Company that the Company commence a chapter 11 case by filing a voluntary petition seeking reorganization of its business, financial and other affairs under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"); and

RESOLVED, that Stephen West and William Rudner of the Company be and hereby are authorized and empowered on behalf of, and in the name of, the Company to execute a petition under Chapter 11 of the Bankruptcy Code and to cause same to be filed in the United States Bankruptcy Court for the Northern District of Ohio at such time as said authorized members executing same shall determine; and

RESOLVED, that the Stephen West and William Rudner of the Company be, and they hereby are, authorized and empowered on behalf of, and in the name of, the Company to execute and file all petitions, schedules, lists, and other papers and to take any and all actions that any of the authorized members may deem necessary, proper or desirable in connection with the Chapter 11 case; and

RESOLVED, that the law firm of Gertz & Rosen, Ltd. shall continue to be employed as attorneys for the Company in the Company's Chapter 11 case; and

RESOLVED, that Stephen West and William Rudner, be and hereby are, authorized and empowered on behalf of, and in the name of the Company to retain and employ other attorneys, bankers, accountants, financial advisors and other professionals to assist in the Company's Chapter 11 case and on such terms as are deemed necessary, proper or desirable; and

RESOLVED, that the Company, prior to the chapter 11 case and subsequent thereto as debtor and debtor-in-possession, be, and hereby is, authorized to borrow funds from a lender or lenders on terms as the Members of the Company deem appropriate, to obtain the use of cash collateral in such amounts, and on such terms as may be reasonably necessary for the continuing conduct of the affairs of the Company, and to grant security interests in an liens upon all or substantially all of the Company's assets as may be deemed necessary by the members in connection with such borrowings or the use of such cash collateral; and

RESOLVED, that Stephen West and William Rudner be, and hereby are, authorized and empowered to execute and deliver for and on behalf of the Company, as debtor and debtor-in-possession, such agreements, instruments and any and all other documents and amendments necessary or appropriate to facilitate the transactions contemplated by the foregoing resolution, containing such provisions, terms, conditions,

covenants, warranties and representations as may be deemed necessary or appropriate by the Members or so acting; and

RESOLVED, that Stephen West and William Rudner and any employees or agents (including counsel) designated by or directed by such member, be, and each hereby are, authorized and empowered on behalf of, and in the name of, the Company to cause the Company to file such plans of reorganization or conduct a sale under Section 363 of the Bankruptcy Code as may be authorized by the undersigned, and any and all authorized modifications, supplements or amendments thereto, and such other agreements, instruments and documents as may be necessary, appropriate or desirable in connection with such plans and to make such motions and other filings with the Bankruptcy Court, and do all other things, as may be or become necessary, appropriate or desirable for the successful completion of such plans; and

RESOLVED, that Stephen West and William Rudner, and agents (including counsel) designated by or directed by the Members be, and each hereby are, authorized and empowered to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or filings of governmental or regulatory authorities, certificates and other documents, and to take such other actions, as in the judgment of such member shall be or become necessary, proper and desirable to prosecute to a successful completion the Chapter 11 case, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions and to carry out and put into effect the purpose of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and

RESOLVED, that any and all past actions heretofore taken by the Members of the Company in the name of and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are ratified, approved and adopted in their entirety.

IN WITNESS HEREOF, the undersigned, being all of the Members of said Company have signed and sealed this resolution, as of October 10, 2023.

Member:

Ultimate Jet, LLC

By: William Rudner
Its: CEO